

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

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WUI 620976

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RECORDATION NO. 10512-A Filed 1425

AUG 2 1979-9 22 AM

INTERSTATE COMMERCE COMMISSION

9-214A011

Date AUG 02 1979

Fee \$ 10.00

ICC Washington, D. C.

July 31, 1979

Railbox Company  
Equipment Trust Financing  
Dated as of June 1, 1979

10.20% Equipment Trust Certificates Series 5

Dear Sir:

Pursuant to 49 U.S.C. § 11303 (formerly § 20c of the Interstate Commerce Act), I enclose herewith on behalf of Railbox Company, for filing and recordation, eight (8) originals of the Bill of Sale dated July 19, 1979, which constitutes a partial release from the Manufacturing Agreement dated June 15, 1979, recorded on June 15, 1979, with the Interstate Commerce Commission as Recordation No. 10512.

The address of the party to the aforementioned Bill of Sale is:

Manufacturer:

Pullman Incorporated  
(Pullman Standard Division)  
200 South Michigan Avenue  
Chicago, Illinois 60604

FEE OPERATION BR.  
I.C.C.

AUG 2 9 24 AM '79

RECEIVED

*L. Proctor*  
*Cheney*

The equipment covered by the aforementioned Bill of Sale is described in Schedule A hereto.

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one copy of the Bill of Sale, stamp the remaining copies with your Recordation No. and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Henry P. Riordan  
As Agent for Railbox Company

H. G. Homme, Jr., Acting Secretary,  
Interstate Commerce Commission,  
Washington, D.C. 20423

Encl.

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Car No.(s) (Inclusive)</u>
346	70-Ton 50'6" Box Cars	33568-33599 35012 35019-35021 35025-35026 35028-35036 35044-35056 35059-35066 35071 35074 35079-35082 35084-35089 35093-35097 35100-35103 35107-35113 35115-35119 35121-35128 35132-35163 35165-35169 35171-35191 35193-35197 35199 35202-35210 35213 35215 35217 35219 35221 35225 35227 35229 35233 35237 35239-35241 35245 35253 35255 35490 35513 35522-35523 35528 35530-35532 35538 35540-35542 35546-35548 35550 35553-35576 35578

(Continued)

SCHEDULE A

Car No.(s) (Inclusive)

(Continued)

35582-35620  
35622-35628  
35630-35631  
35634-35643  
35645-35651  
35654-35659  
35664-35665  
35667-35669  
35675-35679  
35684-35691  
35693  
35695  
35697-35701  
35703  
35714  
35718-35719  
35724  
35727-35728  
35742-35744  
35748

**Interstate Commerce Commission**

Washington, D.C. 20423

8/2/79

OFFICE OF THE SECRETARY

Henry P. Riordan  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/2/79 at 9:30am, and assigned re-recording number(s). 10512-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

BILL OF SALE

PULLMAN INCORPORATED (Pullman Standard Division), a Delaware Corporation, (herein the "Manufacturer"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is acknowledged, does hereby grant, bargain, sell and assign, convey, transfer and set over unto MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee, (herein the "Trustee"), under Railbox Company Equipment Trust Agreement, Series 5, dated June 1, 1979 (herein the "Agreement"), between the Trustee and Railbox Company (herein the "Company"), all the right, title and interest of the Manufacturer in and to the following equipment:

Type of Cars: 50'6" 70-ton capacity, general service  
box cars with 10' door

Number of Units: 346

Lettered: RBOX

Company's Car Nos.: Per Schedule A attached

RECORDATION NO. 10512-A Filed 1425

AUG 2 1979 - 9 32 AM

INTERSTATE COMMERCE COMMISSION

The Manufacturer hereby warrants to the Trustee, its successors and assigns, that at the time of delivery of the Equipment, the Manufacturer had legal title to the Equipment and good and lawful right to sell the Equipment and title to the Equipment was at the time of such delivery free of all claims, liens, security interests and other encumbrances of any nature except for the security interest retained by the Manufacturer pursuant to the Manufacturing Agreement dated June 15, 1979, (herein the "Manufacturing Agreement"), recorded on June 15, 1979 with the Interstate Commerce Commission as Recordation No. 10512. The Manufacturer hereby releases its security interest under said Manufacturing Agreement in and to the Equipment.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed this 19th day of July, 1979.

PULLMAN INCORPORATED  
(Pullman Standard Division)

ATTEST:

Margaret M. Keenan  
Assistant Secretary

By A. J. Olsen  
Vice President-Freight Unit

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK )

On July 19, 1979, before me personally appeared A. J. Olsen, to me personally known, who being by me duly sworn says that he is the Vice President of Pullman Incorporated (Pullman Standard Division), that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

James K. Kestner  
Notary Public

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Car No.(s) (Inclusive)</u>
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(Continued)

SCHEDULE A

Car No.(s) (Inclusive)

(Continued)

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